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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (596/2014/EU) AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 AS AMENDED ("MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, SUCH INFORMATION WILL NO LONGER CONSTITUTE INSIDE INFORMATION.

30 June 2025

**CEL AI PLC**  
**(the "Company")**

**Result of £10m conditional Fundraising**

Cel AI PLC (LSE: CLAI) is pleased to announce that it has successfully raised gross proceeds of £10 million pursuant to a placing, conducted via an accelerated bookbuild process (the "Placing"), and direct subscriptions (the "Subscriptions"), in each case at a price of 0.2p per share (the "Issue Price").

In aggregate, 5,000,000,000 new ordinary shares of 0.1p each in the share capital of the Company ("New Shares") will be issued pursuant to the Placing and Subscriptions (together, the "Fundraising") at the Issue Price, conditional upon the passing of the Resolutions.

OAK Securities acted as sole broker and bookrunner in connection with the Placing.

The net proceeds of the Fundraising will be used to acquire BTC and fund ongoing operations, enhancing the Company's capital allocation flexibility and providing a potential hedge against inflation, in line with the Company's mission to integrate AI innovation with a robust Bitcoin treasury strategy.

Olivia Edwards, Executive Chairperson of Cel AI PLC, commented:

"We are pleased to have the support of both existing and new shareholders as we move forward. This funding provides us with the resources to continue growing our core business and delivering on the opportunities ahead. At the same time, introducing a Bitcoin treasury approach will enable us to take a forward-thinking stance on capital management, supporting long-term value creation while staying true to our belief in technology-led resilience."

**Director Participation in the Fundraising**

Olivia Edwards, Executive Chairperson, has subscribed for a total of 125,000,000 New Shares. The Subscription and beneficial holdings of Olivia Edwards before and after the Fundraising are set out below:

Director	Existing beneficial shareholding		Fundraising Shares	Beneficial shareholding following the Fundraising	
	Ordinary Shares	Warrants over Ordinary Shares		Ordinary Shares	Warrants over Ordinary Shares
Olivia Edwards	nil	10,000,000	125,000,000	125,000,000	10,000,000

### Posting of Shareholder Circular and General Meeting

The Fundraising is conditional upon, inter alia, upon the passing of the certain resolutions ("Resolutions") to be proposed at a general meeting (expected to be held at 14:00 on 17 July 2025 at Fladgate LLP, 16 Great Queen Street, London WC2B 5DG) ("General Meeting"). A circular to shareholders convening the General Meeting is expected to be posted on 1 July 2025 and will be available to download on the Company's website at [www.getcel.ai/investors](http://www.getcel.ai/investors).

The Resolutions must be passed by Shareholders at the General Meeting in order for the Fundraising to proceed.

Should Shareholders wish to ask any questions in relation to the Resolutions, they are encouraged to contact the Company prior to the General Meeting by email at [investors@cel.ai](mailto:investors@cel.ai) with the subject line "GM Question".

### Recommendation

**The Directors consider the Fundraising to be in the best interests of the Company and its Shareholders as a whole and, accordingly, unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting.**

**The Fundraising is conditional, amongst other things, upon the passing of the Resolutions at the General Meeting. Shareholders should be aware that, if the Resolutions are not passed at the General Meeting, then the Fundraising will not proceed.**

Defined terms used but not defined in this announcement have the meanings set out in the announcement released by the Company on 27 July 2025.

### Enquiries:

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